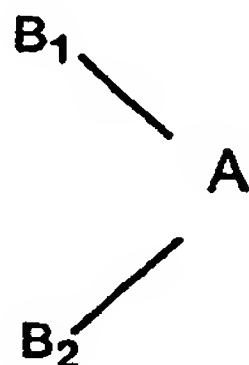


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CLAIMS

1. A compound having the formula



wherein:

A is a 5-membered or 6-membered substituted or unsubstituted heteroaryl or heterocyclyl ring having one or two heteroatoms selected from the group consisting of O, S, and N and having from 1 or 2 independent substituents when the ring is 5-membered and substituted with 1 to 4 independent substituents when the ring is 6-membered and substituted; and

each of B₁ and B₂ is the same or different substituted or unsubstituted 6-membered aryl or heteroaryl ring;

and salts thereof.

2. The compound of claim 1 wherein each of B₁ and B₂ is independently a phenyl or pyridyl group.

3. The compound of claim 1 wherein at least one of B₁ and B₂ is singly or independently multiply substituted and the substituents are selected from: a methyl group optionally, independently substituted with one or more halogen, an ethyl group optionally, independently substituted with one or more halogen, a halogen, -OH, -OCH₃, optionally, independently substituted with one or more halogen, and -SCH₃ optionally, independently substituted with one or more halogen.

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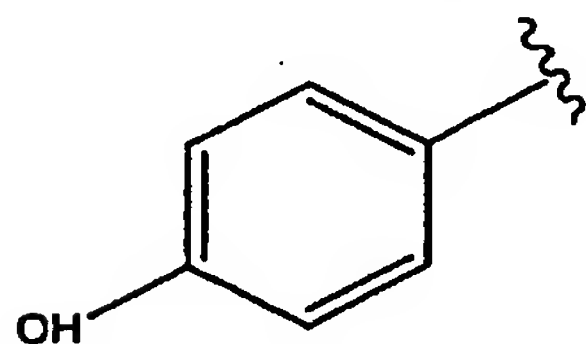
4. The compound of claim 3 wherein at least one of B₁ and B₂ is singly or independently multiply substituted and the substituents are selected from: a methyl group, an ethyl group, a halogen, -OCF₃, -OCF₂H, -SCF₃, -OH, -OCH₃, and -SCH₃

5. The compound of claim 1 or 2 wherein A is selected from the group consisting of oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, pyrazolidinyl, pyrazolyl, furanyl, and pyridinyl.

6. The compound of claim 1 wherein each of B₁ and B₂ is a singly or multiply substituted phenyl group.

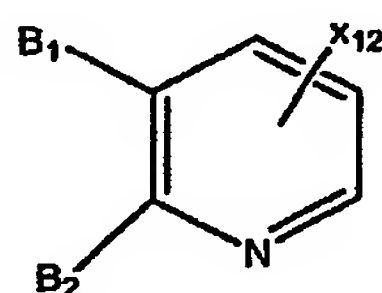
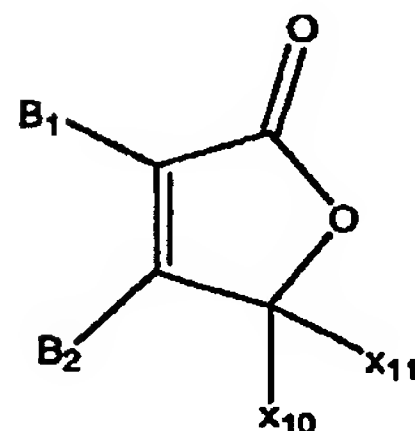
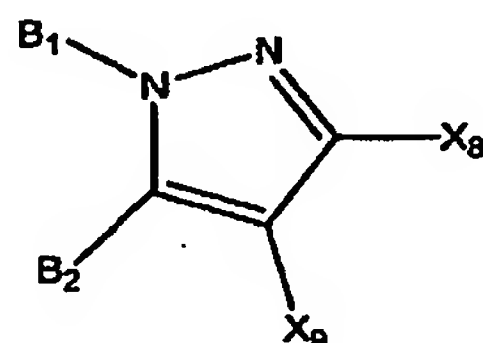
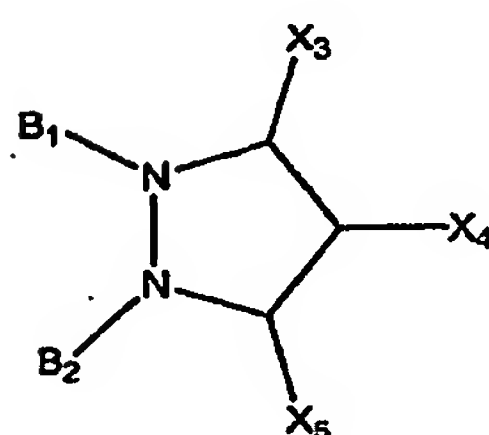
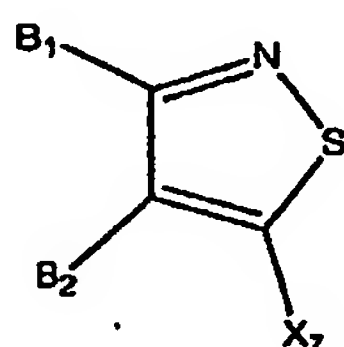
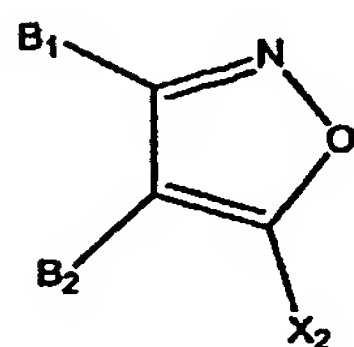
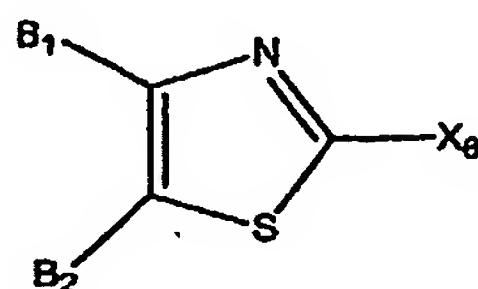
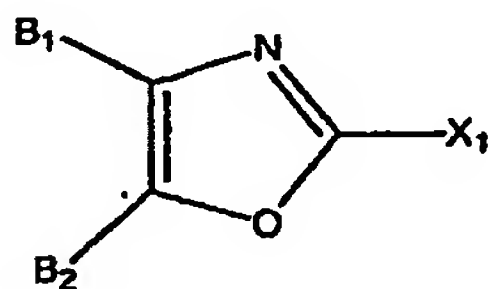
7. The compound of any of claims 1, 2, 5 and 6 wherein each of B₁ and B₂ is independently singly or multiply substituted and the substituents are selected from hydroxyl and halogen.

8. The compound of claim 1 wherein one or both of B₁ and B₂ is:



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9. The compound of claim 1 selected from the group consisting of:



wherein:

each X_1 - X_{12} is independently: H, halogen, substituted or unsubstituted C_{1-12} alkyl, substituted or unsubstituted C_{2-12} alkenyl, substituted or unsubstituted C_{2-12} alkynyl, substituted or unsubstituted C_{1-6} alkoxy, oxo, substituted or unsubstituted C_{2-12} alkenyloxy, substituted or unsubstituted C_{5-10} cycloalkenyloxy, substituted or unsubstituted $(C_{2-12}$ alkynyl)oxy, $(C_{1-6}$ alkyl)oxy(C_{1-6} alkyl), substituted or unsubstituted C_{6-12} aryloxy, $(C_{3-6}$ heteroaryl)-(C_{1-6} alkyl)oxy, $(C_{1-12}$ alkyl)thio, substituted or unsubstituted $(C_{1-4}$ alkyl)-thio- $(C_{1-4}$ alkyl), substituted or

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unsubstituted C₆-C₁₀ aryl, substituted or unsubstituted styryl, substituted or unsubstituted C₃-C₁₂ heteroaryl, substituted or unsubstituted C₄-C₈ heterocyclic, wherein the substituents are selected from the group consisting of hydroxy, halo, C₁₋₄ alkyl, C₁₋₄ trihaloalkyl, C₁₋₆ alkoxy, C₁₋₄ trihaloalkoxy, bivalent oxy(C₁₋₆)alkyloxy, (C₁₋₆) acylamino, (C₁₋₆) acylthio, amino, and azido; or R⁵ and R⁶ form a C₅-C₁₀ heteroaryl ring, and each of R⁴, R⁷, and R⁸ is, independently, hydroxy, halo, C₁₋₄ alkyl, C₁₋₄ trihaloalkyl, C₁₋₆ alkoxy, or C₁₋₄ trihaloalkoxy.

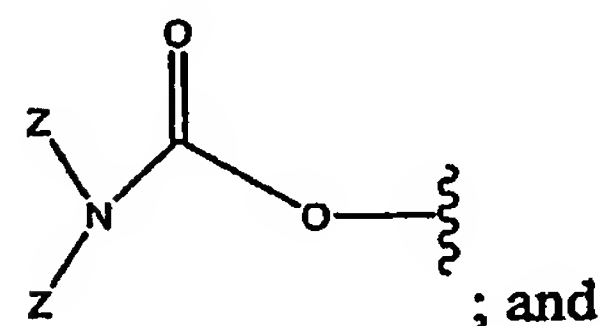
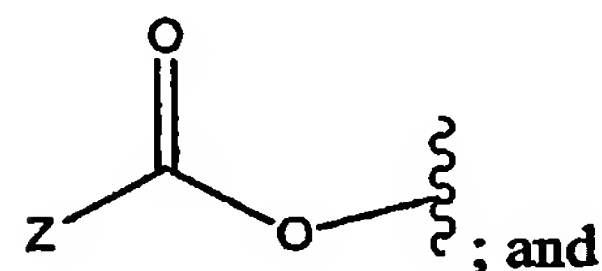
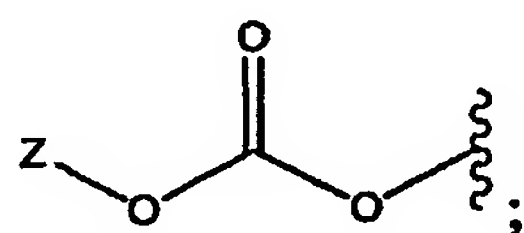
10. The compound of claim 1 or claim 9 wherein one of B₁ and B₂ is substituted and the other is unsubstituted.

11. The compound of claim 1 or claim 9 wherein both B₁ and B₂ are substituted.

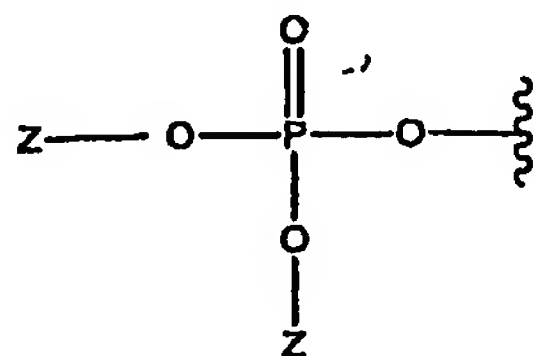
12. The compound of claim 1 or claim 9 wherein both B₁ and B₂ are unsubstituted.

13. The compound of claim 1 or claim 9 wherein one of B₁ and B₂ is singly substituted and the other is unsubstituted.

14. The compound of claim 1 or claim 9 wherein one or both of B₁ and B₂ are independently substituted and the substituents are selected from :



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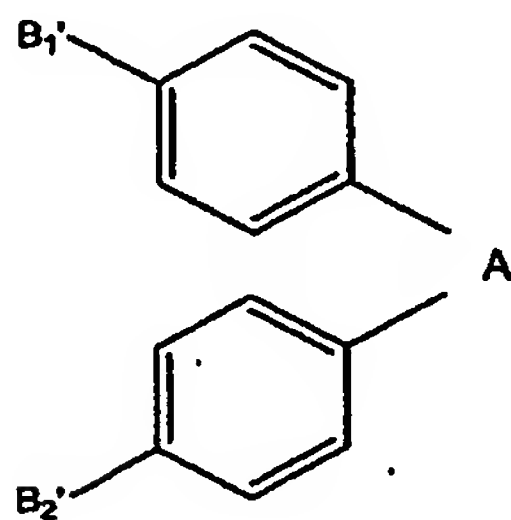


wherein each Z is independently H or a C₁₋₆ straight chain or branched alkyl, alkenyl, alkynyl, aryl, cycloalkyl, or arylalkyl that is optionally singly or multiply substituted.

15. The compound of claim 14 wherein each Z is independently H or a C₁₋₆ straight chain or branched alkyl, alkenyl, alkynyl, aryl, cycloalkyl, or arylalkyl that is optionally singly or multiply substituted with a halogen.

16. The compound of claim 15 wherein Z is independently selected from: H and a substituted or unsubstituted C₁ alkyl, C₂ alkyl, C₃ alkyl or C₄ alkyl.

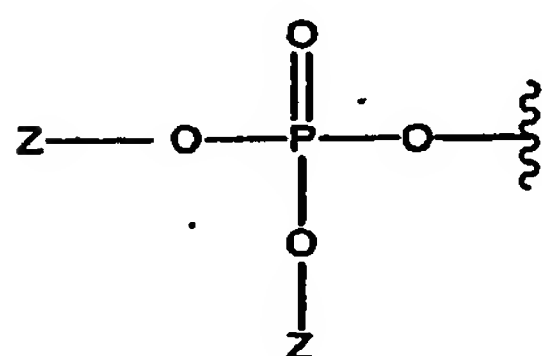
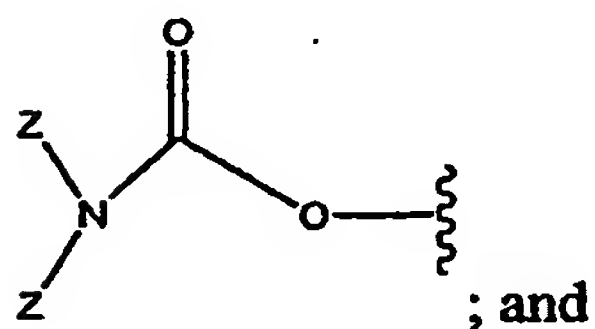
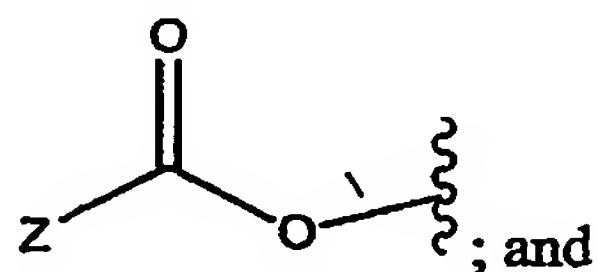
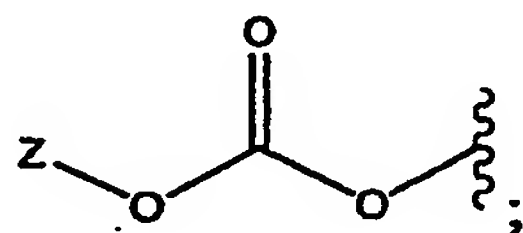
17. A compound having the formula:



wherein

A is a 5-membered or 6-membered substituted or unsubstituted heteroaryl or heterocyclyl ring having one or two heteroatoms selected from the group consisting of O, S, and N and having from 1 or 2 independent substituents when the ring is 5-membered and substituted and 1 to 4 independent substituents when the ring is 6-membered and substituted; and one or both of B₁' and B₂' are selected from H, -OH,

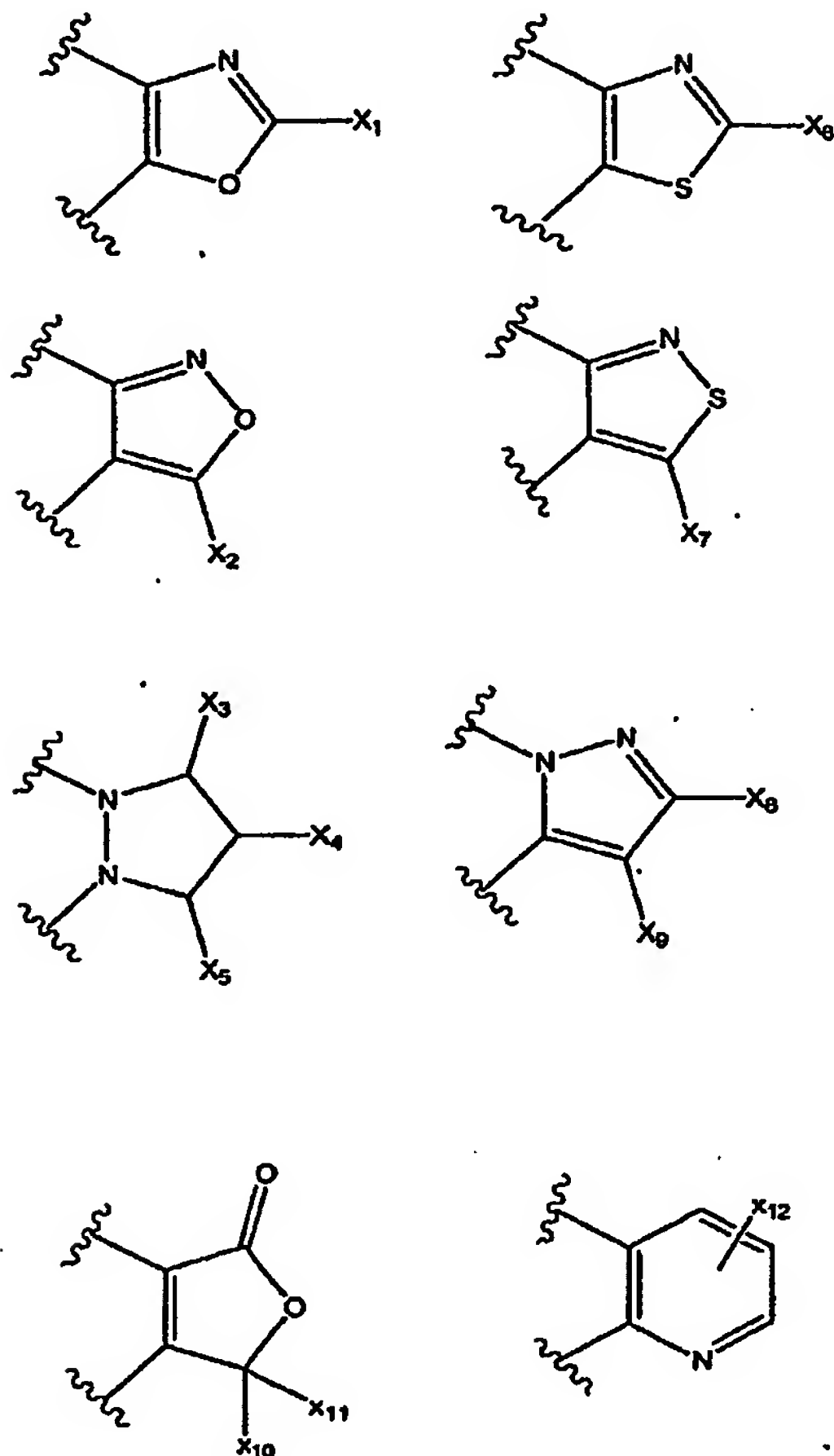
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wherein each Z is independently H or a C₁₋₆ straight chain or branched alkyl, alkenyl, alkynyl, aryl, cycloalkyl, or arylalkyl that is optionally singly or multiply substituted; and salts thereof.

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18. The compound of claim 17 wherein A is selected from:

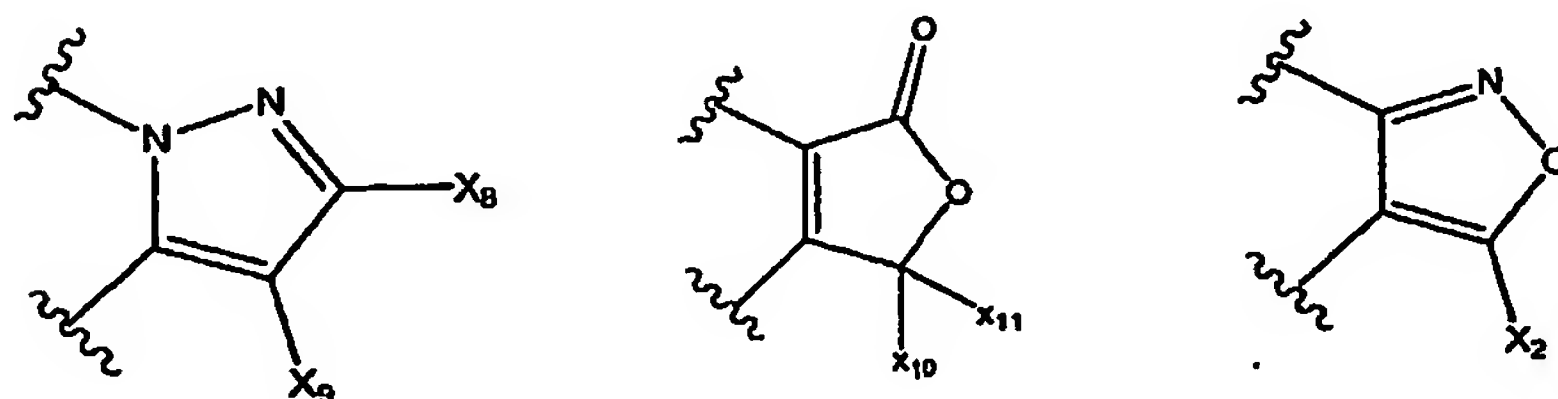


wherein each X_1 - X_{12} is independently: H, halogen, substituted or unsubstituted C_{1-12} alkyl, substituted or unsubstituted C_{2-12} alkenyl, substituted or unsubstituted C_{2-12} alkynyl, substituted or unsubstituted C_{1-6} alkoxy, oxo, substituted or unsubstituted C_{2-12} alkenyloxy, substituted or unsubstituted C_{5-10} cycloalkenyloxy, substituted or unsubstituted (C_{2-12} alkynyl)oxy, (C_{1-6} alkyl)oxy(C_{1-6} alkyl), substituted or unsubstituted C_{6-12} aryloxy, (C_{3-6} heteroaryl)-(C_{1-6} alkyl)oxy, (C_{1-12} alkyl)thio, substituted or unsubstituted (C_{1-4} alkyl)-thio-(C_{1-4} alkyl), substituted or unsubstituted C_{6-10} aryl, substituted or unsubstituted styryl, substituted or unsubstituted C_{3-12} heteroaryl, substituted or unsubstituted C_{4-8} heterocyclic, wherein the substituents are selected from the group consisting of hydroxy, halo, C_{1-4} alkyl, C_{1-4} trihaloalkyl, C_{1-6} alkoxy, C_{1-4} trihaloalkoxy, bivalent oxy(C_{1-6})alkyloxy, (C_{1-6}) acylamino, (C_{1-6}) acylthio,

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amino, and azido; or R^5 and R^6 form a C_5 - C_{10} heteroaryl ring, and each of R^4 , R^7 , and R^8 is, independently, hydroxy, halo, C_{1-4} alkyl, C_{1-4} trihaloalkyl, C_{1-6} alkoxy, or C_{1-4} trihaloalkoxy.

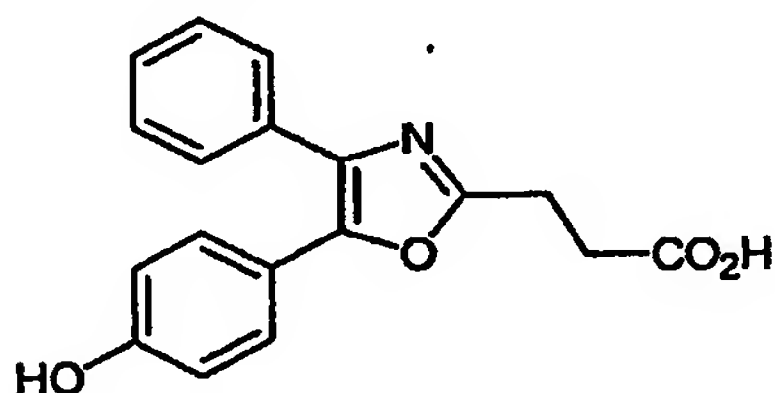
19. The compound of claim 18 wherein A is selected from:



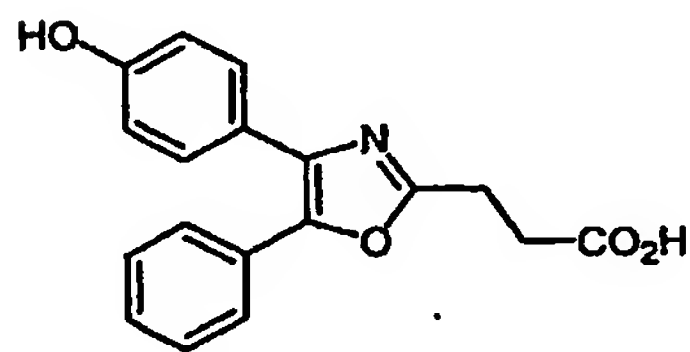
20. The compound of claim 19 wherein X_2 is selected from H, CH_3 , $COOH$, $-CH_2-CH_2-COOH$, $-CH_2-COOH$ and CF_3 ; X_{10} and X_{11} are H or one or both of X_{10} and X_{11} are CH_3 or CF_3 ; X_9 is missing; and X_8 is CH_3 or CF_3 .

21. The compound of claim 18 wherein each X_1 - X_{12} is independently: H, halogen, substituted or unsubstituted C_1 - C_3 alkyl, substituted or unsubstituted C_1 - C_3 alkoxy, or oxo.

22. The compound of claim 17 selected from:

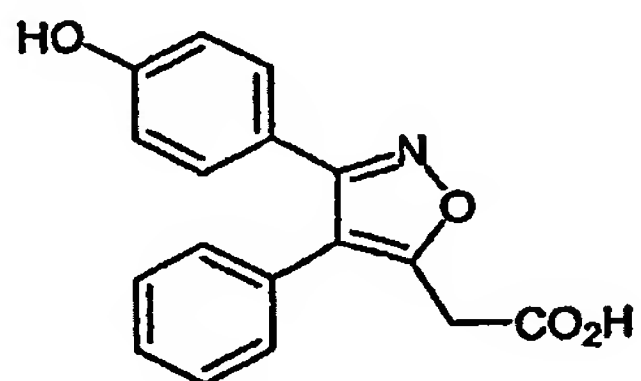


3-[5-(4-hydroxyphenyl)-4-phenyl-1,3-oxazol-2-yl]propionic acid

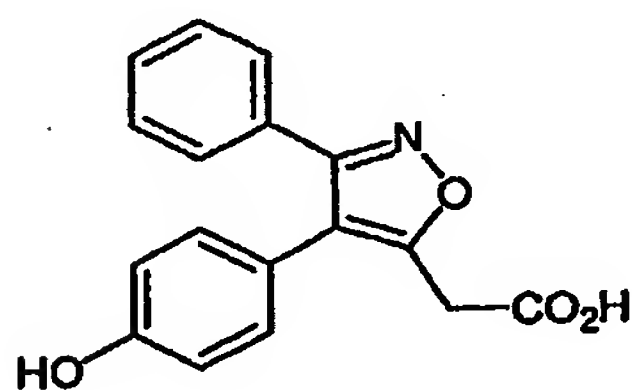


3-[4-(4-hydroxyphenyl)-5-phenyl-1,3-oxazol-2-yl]propionic acid

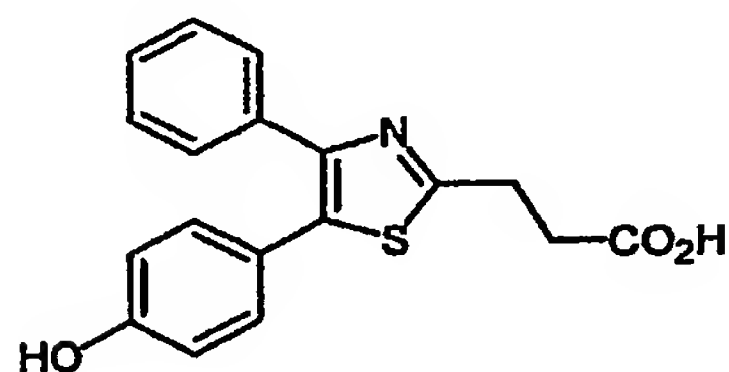
Attorney Docket No. 14184-051WO1



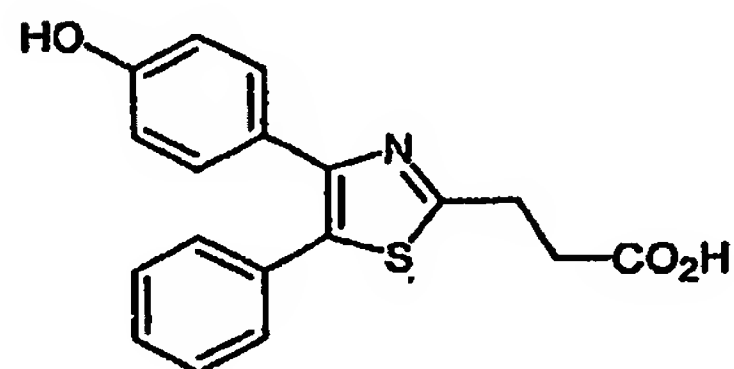
[3-(4-hydroxyphenyl)-4-phenylisoxazol-5-yl]acetic acid



[4-(4-hydroxyphenyl)-3-phenylisoxazol-5-yl]acetic acid

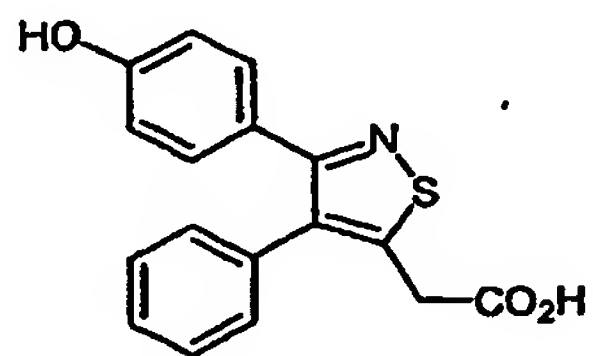


3-[5-(4-hydroxyphenyl)-4-phenyl-1,3-thiazol-2-yl]propionic acid

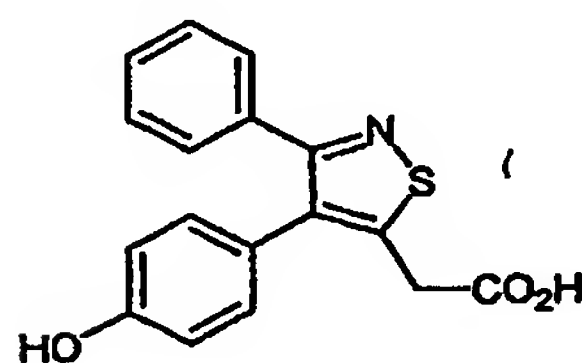


3-[4-(4-hydroxyphenyl)-5-phenyl-1,3-thiazol-2-yl]propionic acid

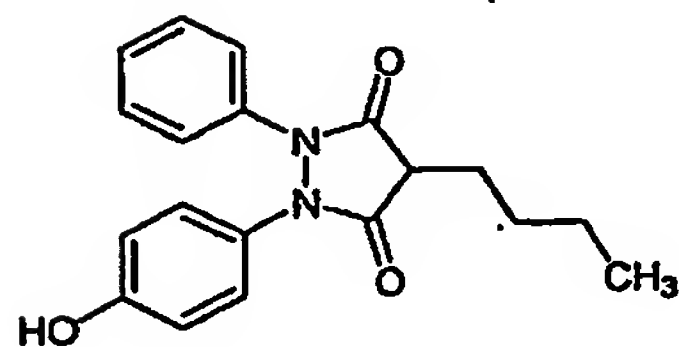
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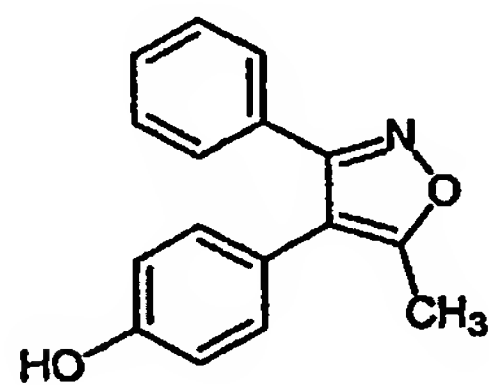
[3-(4-hydroxyphenyl)-4-phenylisothiazol-5-yl]acetic acid



[4-(4-hydroxyphenyl)-3-phenylisothiazol-5-yl]acetic acid

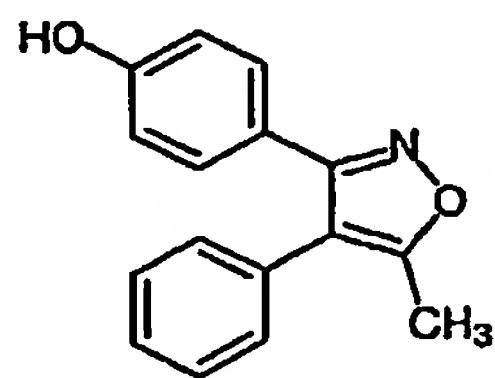


4-butyl-1-(4-hydroxyphenyl)-2-phenylpyrazolidine-3,5-dione

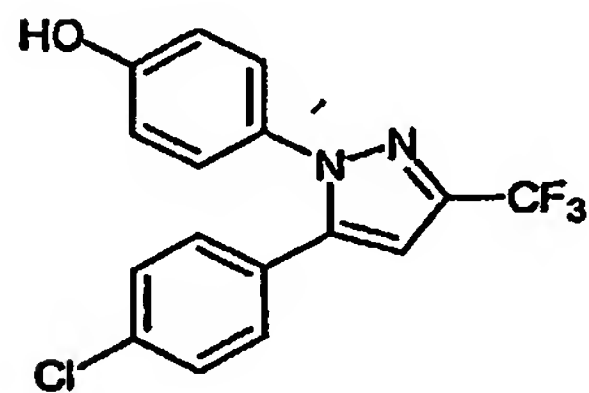


4-(5-methyl-3-phenylisoxazol-4-yl)phenol

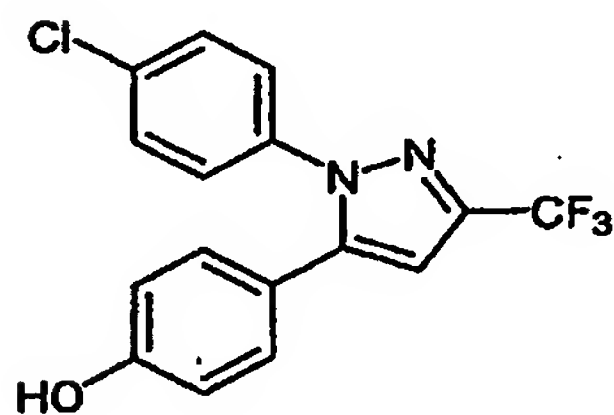
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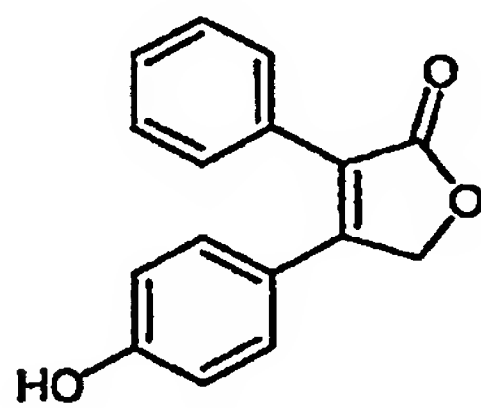
4-(5-methyl-4-phenylisoxazol-3-yl)phenol



-1-(4-hydroxyphenyl)-3-(trifluoromethyl)-5-(4-chlorophenyl)- pyrazole

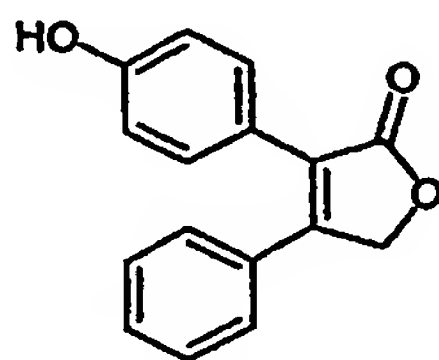


1-(4-chlorophenyl)-3-(trifluoromethyl)-5-(4-hydroxyphenyl)- pyrazole

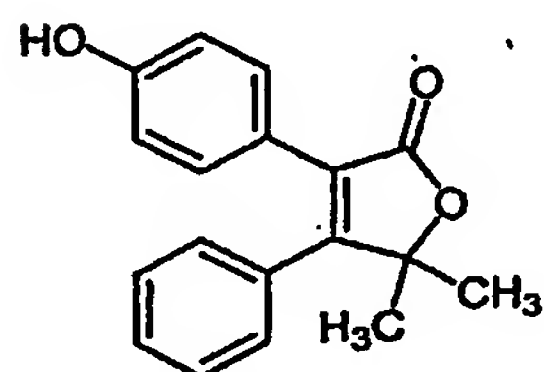


4-(4-hydroxyphenyl)-3-phenylfuran-2(5H)-one

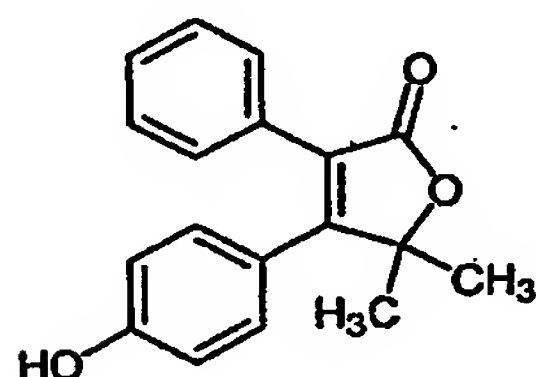
Attorney Docket No. 14184-051WO1



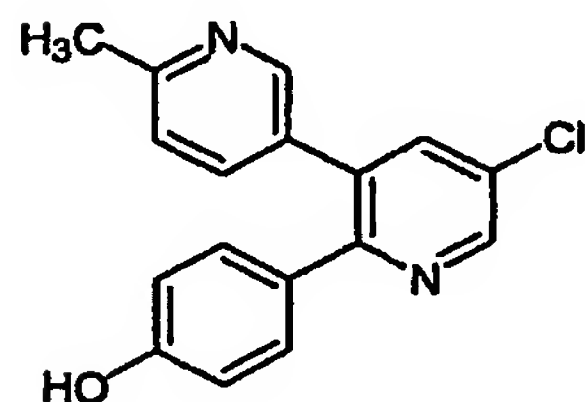
3-(4-hydroxyphenyl)-4-phenylfuran-2(5H)-one



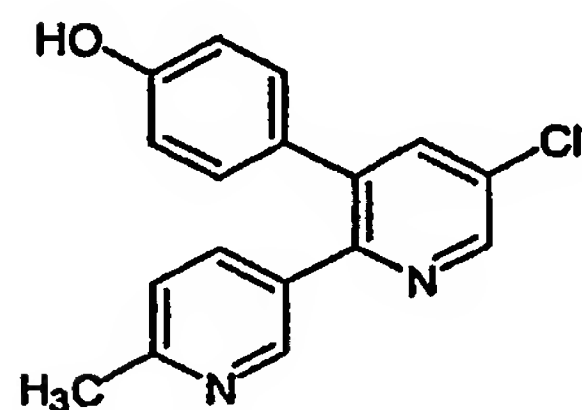
3-(4-hydroxyphenyl)-5,5-dimethyl-4-phenylfuran-2(5H)-one



4-(4-hydroxyphenyl)-5,5-dimethyl-3-phenylfuran-2(5H)-one

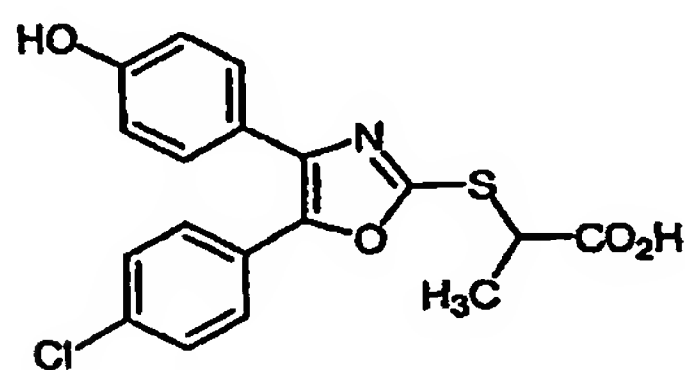


4-(5-chloro-6'-methyl-3,3'-bipyridin-2-yl)phenol

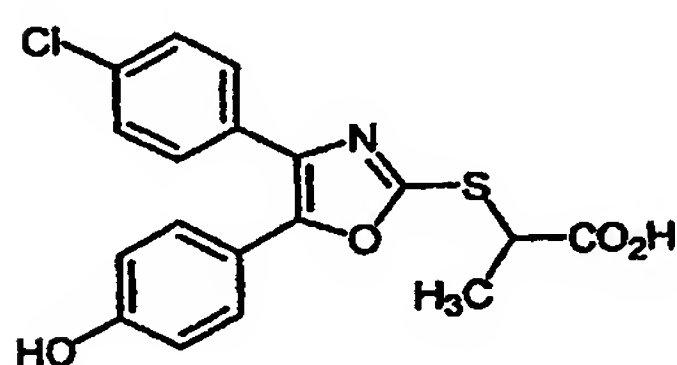


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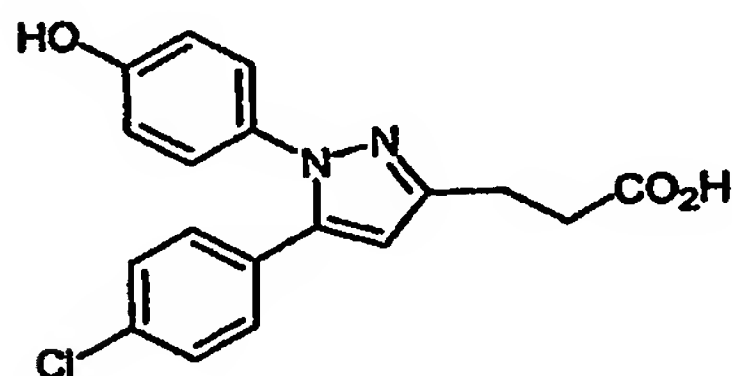
4-(5-chloro-6'-methyl-2,3'-bipyridin-3-yl)phenol



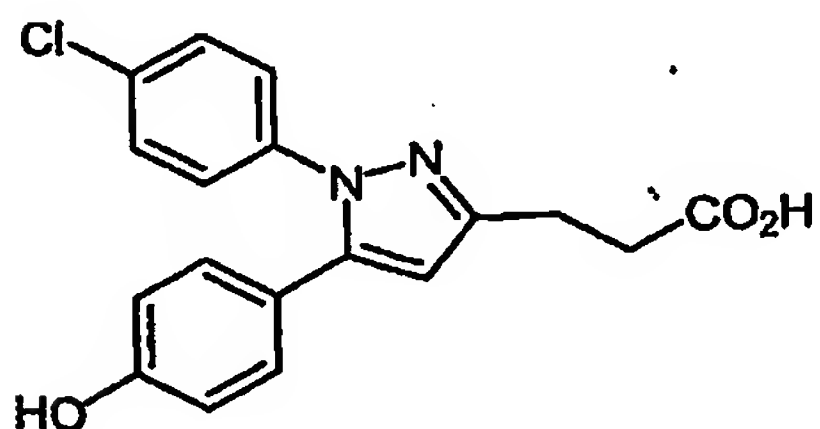
2-[[5-(4-chlorophenyl)-4-(4-hydroxyphenyl)-1,3-oxazol-2-yl]thio}propionic acid



2-[[4-(4-chlorophenyl)-5-(4-hydroxyphenyl)-1,3-oxazol-2-yl]thio}propionic acid



3-[5-(4-chlorophenyl)-1-(4-hydroxyphenyl)-1H-pyrazol-3-yl]propionic acid



3-[1-(4-chlorophenyl)-5-(4-hydroxyphenyl)-1H-pyrazol-3-yl]propionic acid.

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23. A pharmaceutical composition comprising the compound of claim 1 or claim 17 and a pharmaceutically acceptable carrier.

24. The pharmaceutical composition of claim 23 further comprising a second compound having anti-inflammatory activity and/or antinociceptive activity.

25. The pharmaceutical composition of claim 24 wherein the second compound is a COX-2 inhibitor.

26. The pharmaceutical composition of claim 25 wherein the COX-2 inhibitor is a selective COX-2 inhibitor.

27. A method for treating a disorder associated with unwanted COX-2 activity, the method comprising providing a patient with a therapeutically effective serum concentration of the compound of claim 1 or claim 17.

28. A method for treating a disorder associated with unwanted COX-2 activity, the method comprising administering the pharmaceutical composition of claim 23 or claim 24.

29. A method for inflammation, the method comprising providing a patient with a therapeutically effective serum concentration of the compound of claim 1 or claim 17.

30. A method for treating inflammation, the method comprising administering the pharmaceutical composition of claim 23 or claim 24.

31. A method for treating pain, the method comprising providing a patient with a therapeutically effective serum concentration of the compound of claim 1 or claim 17.

32. A method for treating pain, the method comprising administering the pharmaceutical composition of claim 23 or claim 24.

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33. A method of claim 31 wherein the pain is nociceptive pain.
34. A method of claim 32 wherein the pain is nociceptive pain.
35. A method of claim 31 wherein the pain is neuropathic pain.
36. A method of claim 32 wherein the pain is neuropathic pain.
37. A method for treating anxiety comprising administering the compound of claim 1 or claim 17.
38. The compound of claim 1 or claim 17 wherein the compound exhibits an IC_{50} for FAAH that is less than 50 μM .
39. The compound of claim 1 or claim 17 wherein the compound exhibits an IC_{50} for FAAH that is less than 10 μM .
40. A method for treating anxiety comprising administering the pharmaceutical composition of claim 23 or claim 24.
41. A method for treating a sleep disorder comprising administering the compound of claim 1 or claim 17.
42. The method of claim 41 wherein the sleep disorder is insomnia.
43. A method for treating a sleep disorder comprising administering the pharmaceutical composition of claim 23 or claim 24.
44. The method of claim 43 wherein the sleep disorder is insomnia